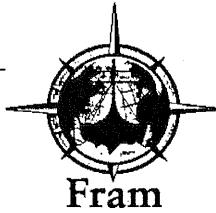


**Fram Holdings, Inc.**

1717 Main Street, Suite 900, Dallas, Texas 75201  
TEL: 214-237-2000 FAX: 214-237-2018



October 18, 2007

October 18, 2007

Mr. Kenneth A. Wasik  
68 Prospect Street  
Madison, NJ 07940

Dear Mr. Wasik:

Pursuant to its rights under Section 5.1.1(b) of the Fram Holdings, Inc. ("Fram") Second Amended and Restated Stockholders Agreement dated as of April 10, 2007 by and among Maker, the Holders signatory thereto and ORIX USA Corporation (as amended from time to time, the "Stockholders' Agreement"), Fram is exercising its right to redeem all of the 500 shares of Series B common stock of Fram you own (the "Series B Shares"). As provided in the Stockholders' Agreement, the purchase price of such shares is the Current Book Value (as defined in the Stockholders' Agreement) as of June 30, 2007, which is \$122.12 per share, resulting in an aggregate purchase price of \$61,060.

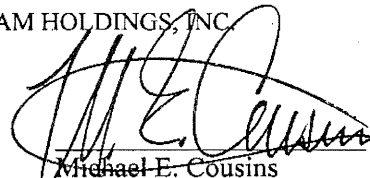
Ordinarily, as provided in Section 5.1.3(c)(iii), you would be entitled to receive payment for your redeemed shares in the form of a promissory note in the form attached to the Stockholders' Agreement as Exhibit B-IV thereto. However, we are advised that you issued (i) a promissory note dated May 25, 2006 to Houlihan, Lokey, Howard & Zukin, Inc. ("Houlihan Lokey") in the original principal amount of \$200,000.00, (ii) a promissory note dated June 1, 2006 to HLHZ Investments, LLC ("HLHZ Investments") in the original principal amount of \$345,000.00 and (iii) a promissory note dated June 1, 2006 to HLHZ Investments in the original principal amount of \$38,688.75 (collectively, the "Notes"). Each of the Notes provides that the proceeds of any sale of shares of Fram owned by you are to be applied to repay principal and interest on the Notes and that Fram (among other parties) is to pay directly to the holder of the Notes amounts payable by Fram to repay such principal and interest. Therefore, we are sending all proceeds of the redemption of the Series B Shares to Houlihan Lokey and HLHZ Investments, LLC to apply to the payment of amounts owing on such Notes.

Fram's action, as described in this letter, in no way impacts any rights that each of Houlihan Lokey and HLHZ Investments may have to recover additional amounts owing in respect of the Notes. It is our understanding that each of Houlihan Lokey and HLHZ Investments reserves all rights in connection with their pending litigation with you. If you have any questions regarding the matter discussed in this letter, please refer them to Elizabeth Daane, Fram's General Counsel, who can be reached at 214-237-2058.

Very truly yours,

FRAM HOLDINGS, INC.

By:



Michael E. Cousins  
Executive Vice President and CFO